

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(b)

(Amendment No. \_\_\_)\*

Dana Holding Corp.  
(Name of Issuer)

Common Stock, par value \$.01 per share  
(Title of Class of Securities)

235825205  
(CUSIP Number)

May 31, 2008  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule 13G is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 15 Pages)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act  
of 1934 ("Act") or otherwise subject to the liabilities of that section of the  
Act but shall be subject to all other provisions of the Act (however, see the  
Notes).

CUSIP No. 235825205

13G

Page 2 of 15 Pages

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
P. SCHOENFELD ASSET MANAGEMENT LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 5,531,652

EACH (7) SOLE DISPOSITIVE POWER  
-0-

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER  
5,531,652

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
5,531,652

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.48%

(12) TYPE OF REPORTING PERSON \*\*  
IA

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
 (1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO.  
 OF ABOVE PERSONS (ENTITIES ONLY)  
 PETER M. SCHOENFELD  
 -----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
 (a)  [X]  
 (b)  [ ]  
 -----

(3) SEC USE ONLY  
 -----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States of America  
 -----

NUMBER OF (5) SOLE VOTING POWER  
 SHARES -0-  
 -----

BENEFICIALLY (6) SHARED VOTING POWER  
 OWNED BY 5,531,652  
 -----

EACH (7) SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 -----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
 5,531,652  
 -----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON  
 5,531,652  
 -----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  [ ]  
 -----

(11) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (9)  
 5.48%  
 -----

(12) TYPE OF REPORTING PERSON \*\*  
 IN  
 -----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
 (1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO.  
 OF ABOVE PERSONS (ENTITIES ONLY)  
 P. SCHOENFELD ASSET MANAGEMENT INTERNATIONAL LLC  
 -----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
 (a)  [X]  
 (b)  [ ]  
 -----

(3) SEC USE ONLY  
 -----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
 New York  
 -----

NUMBER OF (5) SOLE VOTING POWER  
 SHARES -0-  
 -----

BENEFICIALLY (6) SHARED VOTING POWER  
 OWNED BY 5,025,143  
 -----

EACH (7) SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 -----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
 5,025,143  
 -----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON  
 5,025,143  
 -----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  [ ]  
 -----

(11) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (9)  
 4.98%  
 -----

(12) TYPE OF REPORTING PERSON \*\*  
 IA  
 -----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
 (1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO.  
 OF ABOVE PERSONS (ENTITIES ONLY)  
 PSAM WORLDARB MASTER FUND LTD.  
 -----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
 (a)  [X]  
 (b)  [ ]  
 -----

(3) SEC USE ONLY  
 -----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands  
 -----

NUMBER OF (5) SOLE VOTING POWER  
 SHARES -0-  
 -----

BENEFICIALLY (6) SHARED VOTING POWER  
 OWNED BY 3,863,246  
 -----

EACH (7) SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 -----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
 3,863,246  
 -----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON  
 3,863,246  
 -----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  [ ]  
 -----

(11) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (9)  
 3.83%  
 -----

(12) TYPE OF REPORTING PERSON \*\*  
 00  
 -----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
 (1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO.  
 OF ABOVE PERSONS (ENTITIES ONLY)  
 REBOUND PORTFOLIO LTD.  
 -----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
 (a)  [X]  
 (b)  [ ]  
 -----

(3) SEC USE ONLY  
 -----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands  
 -----

NUMBER OF (5) SOLE VOTING POWER  
 SHARES -0-  
 -----

BENEFICIALLY (6) SHARED VOTING POWER  
 OWNED BY 485,877  
 -----

EACH (7) SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 -----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
 485,877  
 -----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON  
 485,877  
 -----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  [ ]  
 -----

(11) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (9)  
 0.48%  
 -----

(12) TYPE OF REPORTING PERSON \*\*  
 00  
 -----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
 (1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO.  
 OF ABOVE PERSONS (ENTITIES ONLY)  
 SYNAPSE I, LLC  
 -----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
 (a)  [X]  
 (b)  [ ]  
 -----

(3) SEC USE ONLY  
 -----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
 NEW YORK  
 -----

NUMBER OF (5) SOLE VOTING POWER  
 SHARES -0-  
 -----

BENEFICIALLY (6) SHARED VOTING POWER  
 OWNED BY 147,420  
 -----

EACH (7) SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 -----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
 147,420  
 -----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 \ BY EACH REPORTING PERSON  
 147,420  
 -----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
 -----

(11) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (9)  
 0.15%  
 -----

(12) TYPE OF REPORTING PERSON \*\*  
 00  
 -----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

-----  
 (1) NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NO.  
 OF ABOVE PERSONS (ENTITIES ONLY)  
 SPARTAN PARTNERS LP  
 -----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
 (a)  [X]  
 (b)  [ ]  
 -----

(3) SEC USE ONLY  
 -----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware  
 -----

NUMBER OF (5) SOLE VOTING POWER  
 SHARES -0-  
 -----

BENEFICIALLY (6) SHARED VOTING POWER  
 OWNED BY 147,420  
 -----

EACH (7) SOLE DISPOSITIVE POWER  
 REPORTING -0-  
 -----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
 147,420  
 -----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
 BY EACH REPORTING PERSON  
 147,420  
 -----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
 IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  [ ]  
 -----

(11) PERCENT OF CLASS REPRESENTED  
 BY AMOUNT IN ROW (9)  
 0.15%  
 -----

(12) TYPE OF REPORTING PERSON \*\*  
 PN  
 -----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!



Item 1(a). Name of Issuer:

The name of the issuer is Dana Holding Corp. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive office is located at:

4500 Dorr Street, Toledo, Ohio 43615

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) P. Schoenfeld Asset Management LLC, a New York limited liability company ("PSAM"), which serves as the investment adviser to Spartan (as defined below) and certain managed accounts and, by sub-advisory agreement, has full discretion to make all investment decisions for the entities and managed accounts advised by International (as defined below and collectively with Spartan, the managed accounts and the entities advised by International, the "Accounts"), with respect to the shares of Common Stock (as defined in Item 2(d) below) directly owned by each of the Accounts;
- (ii) Mr. Peter M. Schoenfeld ("Mr. Schoenfeld"), who serves as the managing member of PSAM and International with respect to shares of Common Stock directly owned by the Accounts;
- (iii) P. Schoenfeld Asset Management International LLC, a New York limited liability company ("International"), which serves as the investment adviser to WorldArb (as defined below), Rebound (as defined below) and certain managed accounts, with respect to the shares of Common Stock directly owned by each of the managed accounts, WorldArb and Rebound;
- (iv) PSAM WorldArb Master Fund Ltd., a Cayman Islands exempted limited company ("WorldArb"), with respect to shares of Common Stock directly owned by it;
- (v) Rebound Portfolio Ltd., a Cayman Islands exempted company ("Rebound"), with respect to shares of Common Stock directly owned by it;
- (vi) Synapse I, LLC, a New York limited liability company ("Synapse I"), with respect to shares of Common Stock directly owned by Spartan; and
- (vii) Spartan Partners LP, a Delaware limited partnership ("Spartan"), with respect to shares of Common Stock directly owned by it.

Spartan, Synapse I, WorldArb, Rebound, International, PSAM and Mr. Schoenfeld are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons except WorldArb and Rebound is 1350 Avenue of the Americas, 21st Floor, New York, NY 10019. The address of the principal business office of WorldArb and Rebound is c/o Citco Fund Services (Cayman Islands) Limited, Winward 1, 2nd Floor, Regatta Office Park, West Bay Road, PO Box 31106, Grand Cayman KY1-1205, Cayman Islands.

Item 2(c). Citizenship:

Spartan is organized under the laws of the State of Delaware. Each of Synapse I, International and PSAM is organized under the laws of the State of New York. The Master Fund and Rebound are exempted limited companies organized under the laws of the Cayman Islands. Mr. Schoenfeld is a citizen of the United States of America.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.01 per share (the "Common Stock")

Item 2(e). CUSIP Number:

235825205

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act,
- (b)  Bank as defined in Section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act,
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e)  Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f)  Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g)  Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),

- (h)  Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i)  Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 13d-1(c), check this box:

Item 4. Ownership.

A. P. Schoenfeld Asset Management LLC

- (a) Amount beneficially owned: 5,531,652
- (b) Percent of class: 5.48%

The percentages used herein and in the rest of this Schedule 13G are calculated based upon the 100,944,842 shares of Common Stock issued and outstanding on May 1, 2008, as reflected in the Company's Form 10-Q filed on May 12, 2008 and includes 1,965,588 shares of Convertible Preferred Stock convertible into shares of Common Stock within sixty (60) days or less.

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 5,531,652
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 5,531,652

B. Peter M. Schoenfeld

- (a) Amount beneficially owned: 5,531,652
- (b) Percent of class: 5.48%

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 5,531,652
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 5,531,652

C. P. Schoenfeld Asset Management International LLC

- (a) Amount beneficially owned: 5,025,143
- (b) Percent of class: 4.98%

- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 5,025,143
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 5,025,143

## D. PSAM WorldArb Master Fund Ltd.

- (a) Amount beneficially owned: 3,863,246
- (b) Percent of class: 3.83%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 3,863,246
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 3,863,246

## E. Rebound Portfolio Ltd.

- (a) Amount beneficially owned: 485,877
- (b) Percent of class: 0.48%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 485,877
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 485,877

## F. Synapse I, LLC

- (a) Amount beneficially owned: 147,420
- (b) Percent of class: 0.15%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 147,420
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 147,420

## G. Spartan Partners, L.P

- (a) Amount beneficially owned: 147,420
- (b) Percent of class: 0.15%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 147,420
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 147,420

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

PSAM and International, as investment advisers to the Accounts, including WorldArb and Rebound, that directly own the Common Stock to which this filing relates, have voting and dispositive authority over such Common Stock. As such PSAM and International may be deemed to be the beneficial owners of such Common Stock. Mr. Schoenfeld is the managing member of PSAM and International. As such, he may be deemed to control such entities and therefore may be deemed to be the beneficial owner of the Common Stock to which this filing relates. Synapse I, the general partner of Spartan, has the power to direct the affairs of Spartan, including decisions regarding the disposition of the proceeds of the Common Stock to which this filing relates.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

## Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

## SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: August 1, 2008

/s/ Peter M. Schoenfeld

-----  
Peter M. Schoenfeld, (i)individually; (ii)  
as managing member of  
(a) P. Schoenfeld Asset Management LLC,  
(b) P. Schoenfeld Asset Management  
International, LLC, and  
(c) Synapse I, LLC for itself and as the  
general partner of Spartan Partners, LP; and  
(iii) as director of PSAMWorldArb Master  
Fund Ltd. and Rebound Portfolio Ltd.

## EXHIBIT 1

JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: August 1, 2008

/s/ Peter M. Schoenfeld

-----  
Peter M. Schoenfeld, (i) individually; (ii) as managing member of (a) P. Schoenfeld Asset Management LLC, (b) P. Schoenfeld Asset Management International, LLC, and (c) Synapse I, LLC for itself and as the general partner of Spartan Partners, LP; and (iii) as director of PSAMWorldArb Master Fund Ltd. and Rebound Portfolio Ltd.